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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtor.	:	(Jointly Administered)
	:	
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NOTICE OF ASSUMPTION AND/OR ASSIGNMENT OF EXECUTORY
CONTRACT OR UNEXPIRED LEASE TO PURCHASER
WITH RESPECT TO BRAKE HOSE BUSINESS

PLEASE TAKE NOTICE THAT:

1. Pursuant to the Order Under 11 U.S.C. § 105(a) And Fed. R. Bankr. P.
2002 And 9014 (i) Approving Bidding Procedures, (ii) Granting Certain Bid Protections, (iii)
Approving Form And Manner Of Sale Notices, And (iv) Setting A Sale Hearing (the

"Bidding Procedures Order") entered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") on February 15, 2007, Delphi Automotive Systems LLC ("DAS LLC") and Delphi Technologies, Inc. (together with DAS LLC, the "Selling Debtor Entities") have entered into a Sale And Purchase Agreement ("Agreement"), which Agreement is subject to an overbid auction, with Harco Manufacturing Group, LLC (the "Purchaser") and Harco Brake Systems, Inc. for the purchase of assets exclusively used by the Debtors' brake hose business and certain intellectual property (the "Assets"). Capitalized terms used but not otherwise defined in this notice (the "Notice") shall have the meanings ascribed to them in the Bidding Procedures Order.

2. Pursuant to the terms of the Agreement and subject to completion of a competitive bidding process described in the Bidding Procedures Order and the attachments thereto, the Selling Debtor Entities will seek to assume and/or assign the contracts listed on Exhibit 1 hereto (the "Assigned Contracts") at the hearing to be held at 10:00 a.m. (Prevailing Eastern Time) on March 22, 2007 (the "Sale Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

3. Objections, if any, to the assumption and/or assignment of an Assigned Contract must (a) be in writing, (b) state with specificity the reasons for such objection, (c) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on October 26, 2006 (Docket No. 5418), (d) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all

other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (e) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, and (f) be served in hard-copy form so it is actually received within ten days after the date of this Notice upon (i) Delphi Automotive Systems LLC, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: Legal Staff), (ii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (iii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (vi) counsel for the Official Committee of Equity Security Holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), (viii) counsel for the Purchaser, Coolidge Wall Co., L.P.A., 33 West First Street, Dayton, Ohio 45402 (Att'n: Ronald S. Pretekin), and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard).

4. If an objection to the assumption and/or assignment of an Assigned Contract is timely filed, a hearing with respect to the objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004, at the Sale Hearing or such date and time as the Court may schedule. If no

objection is timely received, the non-Debtor party to the Assigned Contract shall be deemed to have consented to the assumption and assignment of the Assigned Contract and shall be forever barred from asserting any other claims, including, but not limited to, the propriety or effectiveness of the assumption and assignment of the Assigned Contract, against the Debtors or the Purchaser, or the property of either of them, as to such Assigned Contract.

5. Pursuant to 11 U.S.C. § 365, there is adequate assurance of future performance that the Cure Amount set forth in the Cure Notice shall be paid in accordance with the terms of the Sale Order. Further, there is adequate assurance of the Purchaser's future performance under the executory contract or unexpired lease to be assumed and assigned because of the significant resources of the Purchaser.

6. Prior to the Closing Date, the Selling Debtor Entities may amend their decision with respect to the assumption and/or assignment of any Assigned Contract and provide a new notice amending the information provided in this Notice.

Dated: New York, New York
February 23, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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(212) 735-3000

Attorneys for Delphi Corporation, et al.,
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EXHIBIT 1

A B & W Inc
157 Washington St
Dorchester MA 02121-3603

Contract to be assumed:
Purchase Order No. 550000145

EXHIBIT 1

All Rite Industries Inc
470 Oakwood Rd
Lake Zurich IL 60047-1515

Contract to be assumed:
Purchase Order Nos. 550070318, 550000180, 550000203

EXHIBIT 1

Bae Industries Inc
24400 Sherwood Ave
Center Line MI 48015-2023

Contract to be assumed:
Purchase Order No. 550000019

EXHIBIT 1

Beaver Manufacturing Co
12 Ed Needham Dr
Mansfield GA 30055

Contract to be assumed:
Purchase Order Nos. 550061319, 550061318, 550061317

EXHIBIT 1

Bunzl Plastic Inc
Alliance Plastics
PO Box 7284
Erie PA 16510-0284

Contract to be assumed:
Purchase Order No. 550004907

EXHIBIT 1

Carby Corp
PO Box 427
Watertown CT 06795-0427

Contract to be assumed:
Purchase Order No. 550000030

EXHIBIT 1

Carius Tool Co Inc
3762 Ridge Rd
Cleveland OH 44144-1125

Contract to be assumed:
<p>Purchase Order Nos. 550055370, 550055372, 550072240, 550072241, 550055368, 550055369, 550004416, 550024019</p>

EXHIBIT 1

Carlisle Plastics Co Inc
PO Box 146
New Carlisle OH 45344-0146

Contract to be assumed:
Purchase Order No. 550000034

EXHIBIT 1

Charter Manufacturing Co Inc
Charter Wire Div
114 N Jackson St
Milwaukee WI 53202

Contract to be assumed:
Purchase Order No. 550015915

EXHIBIT 1

Cleveland Die & Manufacturing Co
20303 First St
Cleveland OH 44130

Contract to be assumed:
<p>Purchase Order Nos. 550070291, 550070294, 550016188, 550005124, 550010182, 550000161</p>

EXHIBIT 1

Cxm Inc
1601 S 54th Ave
Cicero IL 60804-1892

Contract to be assumed:
<p>Purchase Order Nos. 550049444, 550049449</p>

EXHIBIT 1

F & G Multi Slide Inc
PO Box 39
Franklin OH 45005-0039

Contract to be assumed:
Purchase Order Nos. 550005716, 550054595, 550000257

EXHIBIT 1

Furon Co
210 Harmony Rd
Mickleton NJ 08056-1209

Contract to be assumed:
Purchase Order No. 460006190

EXHIBIT 1

Harco Brake Systems Inc
PO Box 326
Englewood OH 45322-0326

Contract to be assumed:
<p>Purchase Order Nos. 550005885, 550005034, 550025694, 550003871, 550051902, 550025698, 550003857, 550070913, 550003858, 550003859, 550003862, 550003861, 550003869, 550003866, 550052699, 550024215, 550003860, 550003870, 550003867, 550035923, 550003864, 550003868, 550003865, 550003863, 550057799, 550059102, 550015967, 550006251, 550037280, 550025697, 550053161, 550008776, 550069296, 550075772, 550069295, 550025696, 550071697, 550071698, 550055137, 550026022, 550010114, 550010096, 550052700, 550024217, 550071695, 550070912, 550074624, 550071696, 550071183, 550074543, 550004188, 550003919, 550003974, 550004272, 550004282, 550005125, 550015328, 550015535, 550016242, 550024361, 550050407, 550051876, 550054609, 550055083, 550064239, 550069115, 550069297, 550076198, 550005123</p>

EXHIBIT 1

Hellermannntyton Corp
PO Box 245017
Milwaukee WI 53224

Contract to be assumed:
<p>Purchase Order No. 550070296</p>

EXHIBIT 1

Jada Precision Plastics Co Inc
1667 Emerson St
Rochester NY 14606

Contract to be assumed:
Purchase Order No. 550061043

EXHIBIT 1

Kando Of Cincinnati Inc
Franklin Brazing & Metal Treating
2025 Mckinley Blvd
Lebanon OH 45036

Contract to be assumed:
Purchase Order No. 550063857

EXHIBIT 1

Kecy Products Inc
PO Box 150
Hudson MI 49247

Contract to be assumed:
<p>Purchase Order No. 550000191</p>

EXHIBIT 1

Kendale Industries Inc
7600 Hub Pky
Valley View OH 44125-5700

Contract to be assumed:
Purchase Order No. 550015999

EXHIBIT 1

Komotech Co Ltd
305 3 Ma Shihwa Ind Com Chongwang Dong
Shiheung Kyonggi Do 429450
South Korea

Contract to be assumed:
<p>Purchase Order Nos. 550055974, 550055975, 550055971, 550055912</p>

EXHIBIT 1

Metal Component Engineering Shanghai
No 750 Riying Rd N
Waigaoqiao Free Trade Zone
Shanghai 200131
China

Contract to be assumed:
<p>Purchase Order Nos. 550056282, 550056286, 550056285, 550056275, 550056284</p>

EXHIBIT 1

Metprotech Inc
PO Box 1311
Dayton OH 45401-1311

Contract to be assumed:
Purchase Order No. 550073484

EXHIBIT 1

Oem/miller Corporation
1300 Danner Dr
Aurora OH 44202-9284

Contract to be assumed:
Purchase Order Nos. 550004215, 550000111

EXHIBIT 1

Outokumpu Copper Valleycast Llc
Valley Cast Inc
PO Box 1714
Appleton WI 54912

Contract to be assumed:
Purchase Order No. 550000083

EXHIBIT 1

Parker Hannifin Corp
Parker Seal Co
PO Box 11751
Lexington KY 40512-1751

Contract to be assumed:
Purchase Order No. 550076147

EXHIBIT 1

Pridgeon & Clay Inc
50 Cottage Grove Sw
Grand Rapids MI 49507-1622

Contract to be assumed:
Purchase Order No. 550000011

EXHIBIT 1

Progressive Stamping Co De Inc
2807 Samoset Rd
Royal Oak MI 48073-1726

Contract to be assumed:
<p>Purchase Order No. 550000207</p>

EXHIBIT 1

Republic Engineered Products Llc
3770 Embassy Pky
Akron OH 44333

Contract to be assumed:
<p>Purchase Order No. 550049454</p>

EXHIBIT 1

Textron Inc
Textron Fastening Systems
29201 Telegraph Rd Ste 606
Southfield MI 48034

Contract to be assumed:
Purchase Order No. 550005130

EXHIBIT 1

Ti Group Automotive Systems Llc
Attn Corporate Accounts Payable
PO Box Drawer Dd
Hidalgo TX 78557-3033

Contract to be assumed:
Purchase Order No. 550010061